

The Honorable Karen A. Overstreet  
Chapter: 11  
Hearing Date: December 6, 2013  
Hearing Time: 9:30 am  
Response Date: November 29, 2013

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

In Re: ) No. 13-19746-KAO  
)  
CLI HOLDINGS, INC. dba ALYDIAN, ) **AMENDED DECLARATION OF PETER**  
) **VESSENES IN SUPPORT OF MOTION**  
Debtor. ) **TO REJECT EXECUTORY**  
) **CONTRACTS**  
)

I, Peter J. Vessenenes, make this amended declaration in support of the Debtor's Motion to Reject Executory Contracts.

1. I am the managing director of the debtor, CLI Holdings, Inc. dba Alydian ("Alydian"). I have personal knowledge of these facts stated herein.

2. The prepay contract which was attached to my Declaration filed on November 15, 2013 as Exhibit E was the wrong form of agreement.

3. The correct form of agreement between CLI Holdings, Inc. and Soule Investments LLC is attached hereto as amended Exhibit "E". It should replace the Exhibit "E" which was attached to my Declaration filed on November 15, 2013.

4. The prepay contract which was attached to my Declaration filed on November 15, 2013 as Exhibit K was incomplete.

5. The correct form of agreement between CLI Holdings, Inc. and Jon Chin is attached hereto as amended Exhibit “K”. It should replace the Exhibit “K” which was attached to my Declaration filed on November 15, 2013.

I declare under penalty of perjury under the laws of the State of Washington that the forgoing is true and correct.

Signed in Bainbridge Island, Washington on this 21st day of November 2013.

/s/ Peter J. Vessenes

Peter J. Vessenes